



Matt Blunt
Secretary of State

State of Missouri
Office of Secretary of State
PO Box 778
Jefferson City 65102

Corporations
(573) 751-4153

DOMESTIC NONPROFIT INSTRUCTION SHEET

We hope the following information will be helpful when you organize a Nonprofit Corporation under Chapter 355 RSMo. **DO NOT** confuse this type of corporation with the Pro Forma Corporation or Benevolent Associations formed through the Circuit Courts under Chapter 352, RSMo.

- The purposes for which a Nonprofit corporation may be organized are in section 355.025 RSMo., (available online at <http://www.moga.state.mo.us/statutes/C300-399/3550025.HTM>).
- Each corporation may have a president and/or chairman, secretary and treasurer. The same individual may simultaneously hold more than one office. At least three directors are required.
- All Nonprofit corporations must file an annual report each year listing their officers and directors. This report is due by August 31st. The corporation will not remain in good standing if the report is not filed by November 30th. Corporations do not owe an annual report in their first year of existence in Missouri.
- These forms must be submitted in duplicate, with original signatures.

The following instructions are for use with our forms. If the requirements of the law are not met, or if any blanks are not completed, it may be necessary for us to return the forms for correction.

Article 1: The name of the corporation must be distinguishable upon the records of the Secretary of State from any other domestic/foreign corporation, domestic/foreign limited partnership, limited liability partnership, limited liability company, name reservation or domestic/foreign limited liability company registered to do business in the state of Missouri.

Article 2: Indicate whether the corporation is a public or mutual benefit corporation, pursuant to Section 355.881, RSMo. This designation can be determined as follows:

- A. Any corporation which is designated (public benefit or mutual benefit) by law is that type of corporation.
- B. Any corporation organized primarily or exclusively for religious purposes is a public benefit corporation.
- C. Any corporation recognized as exempt under section 501(c)(3) of the Internal Revenue Code is a public benefit corporation.
- D. Any corporation organized for public or charitable purposes which upon dissolution must distribute its assets to:
 - (1) A public benefit corporation, or
 - (2) The United States, or
 - (3) A state, or
 - (4) A person that is exempt under 501(c)(3), is a public benefit corporation.
- E. If the corporation does not come under sections A,B,C, or D above, is a mutual benefit corporation.

Article 3: The duration or life of the corporation will be perpetual, unless otherwise stated.

Article 4: Each corporation must appoint and maintain a registered agent and address in Missouri. The registered address must include a physical address such as a street, route or highway number. A post office box alone is not acceptable.

Article 5: The law requires a minimum of one (1) incorporator, who must be a natural person of age 18 or older.

Article 6: Indicate whether or not the corporation has members.

Article 7: The corporation must provide for the distribution of its assets upon dissolution according to sections 355.661 through 355.746 (available online at <http://www.moga.state.mo.us/STATUTES/C355.HTM>).

Article 8: The article listing the purposes of the corporation should state at least a one sentence definition of the specific purpose for which the corporation is organized. You may also include, if you wish, the statement "and all other legal powers permitted a Nonprofit Corporation."

The incorporation fee is \$25.00 with a check made payable to the "Director of Revenue." Necessary papers and fee should be mailed to:

Secretary of State
Corporation Division
P.O. Box 778
Jefferson City, MO 65102

Sincerely,

MATT BLUNT
Secretary of State



State of Missouri

Matt Blunt, Secretary of State

Corporations Division
P.O. Box 778 / 600 W. Main Street, Rm 322
Jefferson City, MO 65102

Articles of Incorporation of a Nonprofit Corporation

(To be submitted in duplicate with a filing fee of \$25)

The undersigned natural person(s) of the age of eighteen years or more for the purpose of forming a corporation under the Missouri Nonprofit Corporation Act adopt the following Articles of Incorporation:

- (1) The name of the corporation is _____
- (2) This corporation is a _____ Benefit Corporation.
(Public or Mutual)
- (3) The period of duration of the corporation is _____
(“Perpetual” unless stated otherwise)
- (4) The name and street address of the Registered Agent and Registered Office in Missouri is:

Name Address City/State/Zip
- (5) The name(s) and address(es) of each incorporator:

- (6) Does the corporation have members? YES _____ NO _____
- (7) The assets of the corporation will be distributed on dissolution as follows: _____

- (8) The corporation is formed for the following purpose(s): _____

- (9) The effective date of this document is the date it is filed by the Secretary of State of Missouri, unless you indicate a future date, as follows: _____
(Date may not be more than 90 days after the filing date in this Office)

In affirmation of the facts stated above,

Signed by Incorporator(s):

